RJ Reynolds
Tobacco Company

M. J. GOODMAN
Regional Operations Manager
486 Thomas Jones Way
Exton, PA 19341
610-280-9110
Fax: 610-280-9119

January 16, 1998

RJR Account # 423360
SANDY KATZ
MIDDLESEX TOBACCO CO
450 FLORIDA GROVE RD
PERTH AMBOY, NJ 08861

February Doral Buy 2 Packs - Get 1 Free #800017

To: SANDY KATZ

Doral Pre-packed promotional product has been ordered (see quantities below), as well as the premium/shippers (item # 536645) to pack your February 1998 automatic monthly display shipment to your participating retail accounts. All additional pertinent promotional information is listed below:

B2G1F Cases (6m / 30 ctns. per case)

UPC Code	Style or Item	# Cases (6m)
12300-24488	Doral Lights (Pre-sleeved product)	8
12300-24492	Doral Menthol Lt 100 (Pre-sleeved product)	8
12300-24490	Doral FF 100's (Pre-sleeved product)	4
12300-22289	Doral Lights 100's (Pre-sleeved product)	8
12300-23850	Premium shipper case	120

Display Detail
Each pre-sleeved 6M case contains 30 white cartons.
Each white carton contains 3 pre-sleeved B2G1F Deals, plus 1 loose live pack.
Each Display contains 7 white cartons or "21 B2G1F Offers".
This equates to 49 live packs Per Display to be billed to retail.
It is STRONGLY RECOMMENDED THAT YOU PLACE 1 additional loose live pack into each display; this will enable you bill retail @ 5 cartons per display, rather than 4.9 Cartons per Display.

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Doral B2G1F February
Account: MIDDLESEX TOBACCO CO /

These allocations will allow you to build :	120Shippers
These shippers will service:	83 Retail Stores
Product/Premium Arrival:	February 2, 1998
Ship Date to retail	Week of February 16, 1997
The PO # for this order is:	
SKU Cube:	.4965
Retail Sales Offer per SKU	21 Offers
Billing per SKU	4.9 Savings Cartons w/o adding extra live pack or 5 Savings Cartons if loose pack added
EFT $ Amount (B1G1F Prod.)	$3,809.68

Promotion Description: See enclosed "Wholesaler Packing Instructions". Utilize pre-assembled display. This product is pre-sleeved and it is not necessary to "Load Display". Retailers will handle display set-up at store level.Ship number of Displays to each Retail Account as indicated on the attached customer list.

Place into each Display:
7 Cartons of 4 different Doral Brand Styles. Load as follows 2 cartons each of Doral Lights, Doral Menthol Light 100, and Doral Light 100 plus 1 Doral Full Flavor 100. 1 Additional loose live Doral Pack (add pack only if billing @ 5 cartons per display.

Each display will contain 21 B2G1F Offers, and either 7 or 8 loose live packs. (7 packs if additional live pack is **not** added by direct account; 8 packs if direct account **does** add an additional live pack).

Ship the number of displays to each account as noted on the enclosed retail account listing.

Attached is a list of retail accounts authorized to receive the packed displays. RJR will reimburse you $14 per live 12M case for all displays packed and shipped to retail on a timely basis. This equates to $137.20.

Attached to this letter is a Payment Request form for this promotion. When display packing and retail delivery is complete, sign and date this form. Your RJR representative Lanny Wolfe must sign the form and submit it to out local Operations office for payment.

In addition to packing displays for your own retail accounts, the accounts serviced by the following Sub-Jobbers which you service are included in your allocation. These Sub-Jobbers have been notified to order the completed shippers from you.

A & S DISTRIBUTORS 3

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Doral B2G1F February
Account: MIDDLESEX TOBACCO CO /

Important Note: Your allocation may include extra shippers beyond those required to service your retail accounts on the attached list. You will have. 10 shippers remaining after shipping displays to your accounts. RJR reps. will submit prebooks to order out these shippers (and any others you may have due to refusals etc.) An example copy of this prebook is attached. Please honor only this prebook submitted by our representatives and honor accounts on the enclosed VAP list first.

For additional information or questions please contact your RJR Representative: Lanny Wolfe

As always, thanks for your assistance in the marketing of our products

Warm Regards,

Lanny Wolfe

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DORAL BUY 2 PACKS - GET 1 FREE CLEAN-UP PREBOOK

IMPORTANT NOTE: The purpose of this prebook is to "cleanup" left over promotion quantities at wholesalers participating in RJR's "Value Added" program. These left over quantities are available on a "first come - first served" basis until quantities are depleted. The quantity of shippers prebooked here may or may not be available for delivery.

Date:_____

Account Name: _____ Retail Account #: _____

Address: _____

City: _____ State: _____ ZIP: _____ Phone: _____

Wholesale Distributor: _____

RJR Representative: _____ Voice Mail Box #: _____
(Dial 1-800 RJR Talk)

Please deliver (if available) the following quantity of Doral Buy 2 Packs - get 1 Free shippers.

# of Shippers Requested =======>

Authorized Signature: _____

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WHOLESALER : 423360 MIDDLESEX TOBACCO & <DIRECT>
TEMPLATE : 800017 80200 DOR FEB98 B2G1F
TEMPLATE SEQ : 0028
LES LEVEL : 13XXXX

TERR	RETAIL	ACCT	NAME	ADDRESS	CITY	ST	ZIP	QTY	TAX	CHAIN-ID	SUPPLIER	ACCT PHONE #
133008		747874	~~A&S DISTRIBUTORS~~	267A SPRING ST	NEWTON	NJ	07860	3				(201)383-299
133002	133023	486308	AKAR AMOCO	RT. 36 & PALMER A	MIDDLETOWN	NJ	07748	2			9084953558	(732)495-355
133008	133025	598056	AKAR 3 AUTO	27 ROUTE 46 EAST	PINE BROOK	NJ	07058	1			2012271563	(201)227-156
133007	133027	690271	B-B BIG FOOD MART	14 S 2ND AVE	HIGHLAND PARK	NJ	08904	1			196750	(908)545-580
133001	133022	607166	BANNER FOOD STORE	130 E. MAIN STREE	SOMERVILLE	NJ	08876	1			9084290141	(908)429-014
133003	133028	734500	BELDERE VARIETY&CON	1041 SOUTH AVE	PLAINFIELD	NJ	07062	1			9085616600	(908)561-660
133003	133028	772596	BOB'S 4 WHEEL DRIVE	1645 STELTON RD	PISCATAWAY	NJ	08854	1			9089853888	(732)985-388
133003	133028	617292	BRAVO	1245A W 7TH ST	S PLAINFIELD	NJ	07080	1			9087531114	(908)753-111
133001	133022	424327	BUSY BEE/CROTON TEX	RT. 12 AND RT. 57	FLEMINGTON	NJ	08822	1			9087823362	(908)782-336
133006	133024	275925	CARTERET COLD CUT	1291 ROOSEVELT AV	CARTERET	NJ	07008	1			9085416210	(732)541-621
133006	133024	703620	CENTER EXXON	1441 HWY 1 SOUTH	EDISON	NJ	08817	1			9085485675	(732)548-567
133003	133025	207105	CENTER STATIONERY	1261 SPRINGFIELD	NEW PROVIDENCE	NJ	07974	1			9086651545	(908)665-154
133007	133027	729775	CIRCLE EXXON	34 US HIGHWAY 1	NEW BRUNSWICK	NJ	08901	1			1380	(908)249-184
133003	133028	401479	CLARK NOVELTY & BOK	1074 RARITAN RD	CLARK	NJ	07066	1			9083818111	(732)381-811
133006		765778	COOK CONVENIENCE	24 COOKE AVE	CARTERET	NJ	07008	1			9089693900	(732)969-175
133003	133028	401603	CORNER STORE	133 WATCHUNG AVE	PLAINFIELD	NJ	07060	1				(908)561-849
133003	133028	282554	CUB LIQUORS	242 LINCOLN BLVD	MIDDLESEX	NJ	08846	2			9083563929	(908)356-392
133007	133029	580849	DENCO GAS	2680 RT 516	OLD BRIDGE	NJ	08857	1			13795	(732)679-270
133007	133027	454731	E BRSWK FOOD & NEWS	191 OLD BRIDGE TP	EAST BRUNSWICK	NJ	08816	1			9086135335	(908)613-533
133007	133029	413854	EMPORIUM GAS	1299 US HIGHWAY 9	OLD BRIDGE	NJ	08857	1			15890	(732)721-214
133007	133029	710318	ENGLISHTOWN LIQUOR	4 TENNENT AVE	ENGLISHTOWN	NJ	07726	3			9084466565	(732)446-656
133007	133027	555406	EXXON	1200 SOMERSET ST	NEW BRUNSWICK	NJ	08901	1			2760	(908)246-366
133003	133028	515824	FENROSE LIQUOR	431 W FRONT ST	PLAINFIELD	NJ	07060	1			9087565028	(908)756-502
133005	133030	197950	FRANKLIN MOBIL MART	91 STATE RT 23	FRANKLIN	NJ	07416	1			2018274144	(973)827-411
133006		790914	GARDEN STATE LIQUOR	895 CONVERY BLVD	PERTH AMBOY	NJ	08861	1			18750	(732)442-953
133406	133420	726678	GETTY	91 BRICK BLVD	BRICK	NJ	08723	1				(732)920-983
133005	133030	400492	HIGHLAND GEN STORES	111 HIGHLAND LAKE	HIGHLAND LAKES	NJ	07422	1			2107644541	(973)764-454
133002	133023	732014	JERSEY PRIDE	595 PALMER AVE	WEST KEANSBURG	NJ	07734	2			9084955494	(732)495-549
133002	133023	668212	JERSEY PRIDE INC	111 LEONARDVILLE	BELFORD	NJ	07718	2			9087879646	(732)787-964
133008	133025	770568	K'S FOOD PLUS	191 CHANGEBRIDGE	MONTVILLE	NJ	07045	1			2012990305	(201)299-030
133004	133027	706430	KRAUSZER'S #11	550 HAMILTON ST	SOMERSET	NJ	08873	1				(908)296-888
133003	133027	401663	KRAUSZERS #26	50 MAIN ST	S BOUND BROOK	NJ	08880	2			9088059335	(908)805-933
133007		780299	KRAUSZERS	2 LUKACH PLAZA/N	MILLTOWN	NJ	08850	1			2860	(908)745-599
133007	133027	699313	KRAUSZERS	2242 US HIGHWAY 1	NORTH BRUNSWIC	NJ	08902	1			2325	(908)940-123
133001	133028	609475	KRAUSZERS	310 W UNION AVE	BOUND BROOK	NJ	08805	2			9083560466	(908)356-046
133005	133030	449399	LAKESIDE MKT & PIZZ	396 LAKE SHORE DR	HEWITT	NJ	07421	1			2018531216	(973)853-121
133007	133029	401885	LIQUOR CITY	1069 RT 9 N	OLD BRIDGE	NJ	08857	3			62000	(732)727-939
133006	133024	440548	LORD KRISHNA, INC.	54 WASHINGTON AVE	CARTERET	NJ	07008	1			9085417786	(732)541-778
133006	133024	427210	M&M CONVENIENCE	525 AVENEL ST	AVENEL	NJ	07001	1			9086369645	(732)750-298
133008	133020	591764	MATTCO CO MINUTEMAN	3 NETCONG RD	BUDD LAKE	NJ	07828	1			2016910450	(201)691-045
133003	133028	288226	MIDDLESEX QUICK STO	518 BOUND BROOK R	MIDDLESEX	NJ	08846	2			9089684828	(908)968-482
133002	133023	754834	MIKE'S DELI	300 MAIN ST	KEANSBURG	NJ	07734	1			9087871484	(732)787-148

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DEB,
PLEASE DELETE CROSSED OUT ACCOUNT. 2/11/98

THANX,

LARRY

to DEB 2/11/98

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WHOLESALER : 423360 MIDDLESEX TOBACCO & <DIRECT>
TEMPLATE : 800017 80200 DOR FEB98 B2G1F
TEMPLATE SEQ : 0028
LES LEVEL : 13XXXX

TERR	RETAIL	ACCT	NAME	ADDRESS	CITY	ST	ZIP	QTY	TAX	CHAIN-ID	SUPPLIER	ACCT PHONE #
133007	133029	228454	MILK & STUFF	400 SPOTS-ENGLISH	SPOTSWOOD	NJ	08884	1			35170	(732)251-7744
133001	133022	232976	MOBIL GAS 03C9X	143 E WASHINGTON	WASHINGTON	NJ	07882	1			9086895060	(908)689-5060
133007	133027	659156	NEW BRUNSWICK EXXON	80 MEMORIAL PKY	NEW BRUNSWICK	NJ	08901	1			13850	(908)545-4445
133003	133028	401721	PARK NEWS CORPORATI	635 PARK AVE	PLAINFIELD	NJ	07060	1			9087551660	(908)755-1660
133006		791173	PATH DISCOUNT LIQUO	127 NEW BRUNSWICK	PERTH AMBOY	NJ	08861	1			2384	(732)826-1444
133003	133028	401813	PAUL$ STATIONERY	236 HAMILTON BLVD	SOUTH PLAINFIE	NJ	07080	1			9087691399	(908)769-1399
133007	133029	761072	PENNY PANTRY FOOD S	RT 9 & TEXAS RD	MORGANVILLE	NJ	07751	1			931400	(732)591-9618
133006	133024	474875	PORT NEWS & FOOD IN	643 PORT READING	PORT READING	NJ	07064	3			9086344544	(732)634-4544
133007	133029	408306	QUICK CORNER FOOD	100 SUMMERHILL RD	SPOTSWOOD	NJ	08884	1			1826	(732)723-0822
133003	133028	090735	QUICK FOODS STORE	1721 PARK AVE	SOUTH PLAINFIE	NJ	07080	1			9086680353	(908)668-0353
133007	133027	597521	QUICK OUT FOOD	1674 US HIGHWAY 1	NORTH BRUNSWIC	NJ	08902	1			2575	(908)940-0010
133003	133028	241457	QUICK STOP CONVEN.	206 W 7TH ST	PLAINFIELD	NJ	07060	1			9087563660	(908)756-3660
133005	133030	729984	QUIK STOP DELI	232B RT 23	HAMBURG	NJ	07419	1			2018753768	(973)875-3768
133001	133022	772448	RAJ & RAJ	41 WASHINGTON AVE	WASHINGTON	NJ	07882	1				(908)689-1600
133005	133030	400506	RATTIS	28 MAIN ST	SUSSEX	NJ	07461	2			2018759130	(973)875-9130
133002	133023	737805	RED BANK MART	220 NEWMAN SPRING	RED BANK	NJ	07701	1			9082197626	(908)219-7626
133003	133028	401595	RED CARPET DELI	80 WATCHUNG AVE	NORTH PLAINFIE	NJ	07060	1			9087530594	(908)753-0594
133006		611872	RICHARDS DELICATESS	226 W FRONT ST	KEYPORT	NJ	07735	1			9087394333	(908)739-4333
133006	133024	248453	ROSA JOAO STAT., IN	1000 AMBOY AVE	EDISON	NJ	08837	1			9082257442	(908)225-7442
133003	133027	576125	ROYAL MINI MART	66 MAIN ST	SOUTH BOUND BR	NJ	08880	1			9084698680	(908)469-8680
133007	133029	746767	RT HARMONY / GETTY	1189 ENGLISHTOWN	OLD BRIDGE	NJ	08857	1			61970	(908)251-6674
133006	133024	401959	SEAMANS PHARMACY	82 SMITH ST	PERTH AMBOY	NJ	08861	3			9084420200	(908)442-0200
133006	133024	580017	SHORT STOP	835 ROOSEVELT AVE	CARTERET	NJ	07008	1	223321		9085419135	(908)541-9135
133003	133027	976523	SOUTH MINI MART, IN	71 MAIN ST	SOUTH BOUND BR	NJ	08880	1			9082718882	(908)271-8882
133006	133024	482190	STATE NEWS	27 LAFAYETTE RD	FORDS	NJ	08863	1			7322250005	(732)225-0005
133001	133022	428908	STEVE'S FOOD STORE	42 N MAIN ST	FLEMINGTON	NJ	08822	1			9087821144	(908)782-1144
133003	133028	365148	STOP & GO DELI	1320 W 7TH ST	PISCATAWAY	NJ	08854	1			9086688570	(732)668-8570
133001	133027	452850	STOP BUY FOOD STORE	1387 MAIN STREET	MILLSTONE	NJ	08876	1			9088745057	(908)874-5057
133003	133024	690360	STOP N GO CONVENIEN	180 W LAKE AVE	COLONIA	NJ	07067	1			9083888944	(732)388-8944
3006	133024	430427	STOP N SHOP	2595 WOODBRIDGE A	EDISON	NJ	08817	1			9082876631	(908)287-6631
3001	133022	730298	SUNNY FARMS	47 FINDERNE AVE	BRIDGEWATER	NJ	08807	1			9082480829	(908)722-6364
133006	133024	747002	SUNNY MART	301 PORT READING	PORT READING	NJ	07064	1			9086367677	(908)636-7677
133001	133022	768332	SUNSET FOOD MARKET	989 STATE ROUTE 1	FRENCHTOWN	NJ	08825	1			9089960566	(908)996-0566
133002	133021	661689	SUNSET GETTY STATIO	RT 35 & SUNSET AV	OCEAN	NJ	07712	2			9087744823	(908)774-4823
133003	133028	708032	SUPER CONV.STORE&DE	472 W FRONT ST	PLAINFIELD	NJ	07060	1				(908)226-1670
133006	133029	644016	SWATI INC	3193 WASHINGTON R	PARLIN	NJ	08859	1			9085259228	(908)525-9228
133001	133022	402609	TOWNE MARKET	135 S MAIN ST	PHILLIPSBURG	NJ	08865	2			9084541444	(908)454-1444
133005	133030	770967	VERNON DRUG STORE	P.O. BOX 178	VERNON	NJ	07462	2			2017646200	(973)764-6611
133005	133030	409658	WANTAGE EXXON	PO 702 RT 23	WANTAGE	NJ	07461	2			2018751077	(973)875-1077
133006	133024	684336	WELSH FARMS	2090 ROUTE 27	EDISON	NJ	08817	1		3897-0000	9082879854	(908)287-9854
133002	133023	776067	WELSH FARMS	225 LIBERTY ST	LONG BRANCH	NJ	07740	1				(908)728-0709
133004	133026	765402	WELSH FARMS	92 FLOCK RD	HAMILTON	NJ	08619	1			6098909426	(609)586-8747
133002	133023	702980	WELSH FARMS - JANKE	3445 RT 35 NORTH	HAZLET	NJ	07730	1		3897-0000	9087399885	(908)739-9885

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WHOLESALER : 423360 MIDDLESEX TOBACCO & <DIRECT>
TEMPLATE : 800017 80200 DOR FEB98 B2G1F
TEMPLATE SEQ : 0028
\LES LEVEL : 13XXXX

TERR	RETAIL	ACCT	NAME	ADDRESS	CITY	ST	ZIP	QTY	TAX	CHAIN-ID	SUPPLIER	ACCT	PHONE #
133002	133021	280136	WELSH FARMS	1401 ASBURY AVE	ASBURY PARK	NJ	07712	1		3897-0000	9089886207		(908)988-6207
133003	133028	471339	7 DAYS FOOD STORE	392 NORTH AVE	DUNELLEN	NJ	08812	1			910470		(732)968-0242
133007	133024	402043	7-11 #11444	30 VINEYARD RD	EDISON	NJ	08817	1		0001-0402	287000		(908)287-8732

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